

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Flower One Holdings Inc. (the "Issuer").

Trading Symbol: FONE

Date: October 18, 2018

### 1. New Options Granted:

Date of Grant: October 12, 2018

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Amit Varma	Director	Yes	350,000	\$2.60	Oct 9, 2023	
Andrew Jackson	Consultant	Yes	200,000	\$2.60	Oct 9, 2023	
David Wesley	Director	Yes	350,000	\$2.60	Oct 9, 2023	
Dillon Kas		Yes	150,000	\$2.60	Oct 9, 2023	
Geoffrey Miachika	Officer	Yes	375,000	\$2.60	Oct 9, 2023	
Jean St. Martin	Officer	Yes	125,000	\$2.60	Oct 9, 2023	
Karl Fox		Yes	100,000	\$2.60	Oct 9, 2023	
Ken Villazor	Director and Officer	Yes	125,000	\$2.60	Oct 9, 2023	
Roberto Pulido		Yes	100,000	\$2.60	Oct 9, 2023	
Warner Fong	Director	Yes	350,000	\$2.60	Oct 9, 2023	
Others	Consultants and employee	No	2,150,000	\$2.60	Oct 9, 2023	
			4,375,000			

Total Number of optioned shares proposed for acceptance: 4,375,000 .

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Warner Fong	525,000	\$0.20	Mar 7 2018	Mar 7 2023
David Wesley	525,000	\$0.20	Mar 7 2018	Mar 7 2023
Amit Varma	525,000	\$0.20	Mar 7 2018	Mar 7 2023
Ken Villazor	1,250,000	\$0.20	Mar 7 2018	Mar 7 2023
Karl Fox	200,000	\$0.20	Mar 7 2018	Mar 7 2023
Jean St. Martin	125,000	\$0.20	Mar 7 2018	Mar 7 2023
Andrew Jackson	50,000	\$0.20	Mar 7 2018	Mar 7 2023
Roberto Pulido	75,000	\$0.20	Mar 7 2018	Mar 7 2023
Others	3,300,000	\$0.20	Mar 7 2018	Mar 7 2023
Robert Pulido	12,500	\$0.85	Jun 1, 2018	Jun 1, 2023
Geoffrey Miachika	250,000	\$0.85	Jun 1, 2018	Jun 1, 2023
Dillon Kass	50,000	\$0.85	Jun 1, 2018	Jun 1, 2023
Others	1,027,500	\$0.85	Jun 1, 2018	Jun 1, 2023

(1) Set out number of optioned shares for each grant with different terms.

## 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

2009 Stock Option Plan approved and ratified at the shareholders' meeting on August 17, 2018.

- (b) State the date of the news release announcing the grant of options.

October 10, 2018.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

172,192,279

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to

incentive stock options, including new options, amended options and other presently outstanding options.

7.1%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

12,290,000

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

#### **4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated October 18, 2018

Ken Villazor  
Name of Director or Senior  
Officer

***Ken Villazor***  
Signature

President and CEO  
Official Capacity